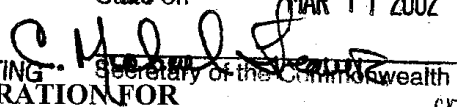




774440 1000

Filed in the Department of  
State on MAR 11 2002

ACTING   
Secretary of the Commonwealth

**ARTICLES OF INCORPORATION FOR**

3058246

**Capital Resource Conservation and Development Area Council, Inc.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the Pennsylvania Non-Profit Corporation Law of 1988, 15 Pa.C.S.A. §§5301, *et. seq.*, hereby provides these Articles of Incorporation, and certifies:

**ARTICLE 1**

**Identification**

**Section 1.01. Name.** The name of the Corporation is "Capital Resource Conservation and Development Area Council, Incorporated."

**ARTICLE 2**

**Purpose and Powers**

**Section 2.01. Purpose.** The purpose for which the Corporation is formed is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of Pennsylvania. Specifically, this corporation is being formed for the purposes of regional natural resources and environmental management and education, and enhancing the quality of life through these efforts. Said corporation is organized exclusively for educational and charitable purposes. The charitable purposes of the organization includes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2.02. Powers.** The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

**ARTICLE 3**

**Registered Office and Registered Agent**

**Section 3.01. Office and Agent.** The name of the registered agent and the street address of the registered office of the Corporation are as follows:

John M. Hartzell, Esquire  
Adams County Solicitor  
111-117 Baltimore Street  
Gettysburg, PA 17325

FILED IN THE DEPARTMENT OF STATE  
MAR 11 2002

2002023-1687

#### ARTICLE 4

##### Directors

**Section 4.01. Number and Qualification.** The number of Directors of the Corporation shall be specified, from time to time, by the Bylaws of the organization, and the number may be increased or decreased from time to time by amendment of the Bylaws. The initial Board of Directors shall consist of the following: the Chairperson, the Vice-Chairperson, the Treasurer and the Secretary.

#### ARTICLE 5

##### Incorporator

**Section 5.01. Name and Address.** The name and address of the Incorporator of the Corporation is as follows:

John M. Hartzell, Esquire  
Adams County Solicitor  
Adams County Courthouse  
111-117 Baltimore Street  
Gettysburg, PA 17325

#### ARTICLE 6

##### Bylaws and Indemnification

**Section 6.01. Bylaws.** The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, subject to the restriction that a two-thirds (2/3) majority vote or greater of the Directors is required to take these actions.

**Section 6.02. Indemnification.** The Corporation shall indemnify a director or directors, officer or officers of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director(s) or officer(s) was a party because the director(s) or officer(s) is or was a director(s) or officer(s) of the Corporation. Such indemnification shall be against all reasonable expenses incurred by the director(s) or officer(s) in connection with the proceeding.

2002023-1688

## ARTICLE 7

### Limitations on Activities

**Section 7.01. Limitations.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not undertake any other activities not permitted to be carried out by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE 8

### Dissolution

**Section 8.01. Dissolution.** In the event of dissolution, either voluntary or involuntary, assets shall be used to pay debts and liabilities of the Corporation. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE 9

### Non-Stock

**Article 9.01. Non-Stock Basis.** This corporation shall be organized upon a nonstock basis.

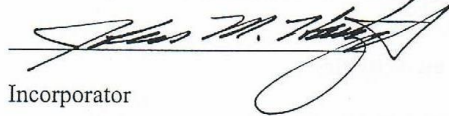
## ARTICLE 10

### Existence

**Article 10.01.** This corporation is to have perpetual existence.

2002023-1689

EXECUTED this 26 day of February, 2002



Incorporator

Address      John M. Hartzell, Esquire  
                 Adams County Solicitor  
                 Adams County Courthouse  
                 111-117 Baltimore Street  
                 Gettysburg, PA 17325

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
401 NORTH STREET, ROOM 206  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722  
[WWW.CORPORATIONS.STATE.PA.US/CORP](http://WWW.CORPORATIONS.STATE.PA.US/CORP)

CAPITAL RESOURCE CONSERVATION AND DEVELOPMENT AREA COUNCIL,  
INCORPORATED

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT [WWW.CORPORATIONS.STATE.PA.US/CORP](http://WWW.CORPORATIONS.STATE.PA.US/CORP) OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3058246

Capital Resource Conservation and Development Area Council, Inc.  
401 E Louthier St  
Suite 307  
Carlisle, PA 17013

---

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**Statement of Change of Registered Office (15 Pa.C.S.)**

- Domestic Business Corporation (§ 1507)
- Foreign Business Corporation (§ 4144)
- Domestic Nonprofit Corporation (§ 5507)
- Foreign Nonprofit Corporation (§ 6144)
- Domestic Limited Partnership (§ 8506)

Name Capital Resource Conservation and Development Area Co		
Address 401 East Louther Street, Suite 307		
City Carlisle	State PA	Zip Code 17013

Document will be returned to the name and address you enter to the left.  
←

Commonwealth of Pennsylvania  
DOMESTIC - CHANGE OF REGISTERED OFFICE 2 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:  
Capital Resource Conservation and Development Area Council, Inc.

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street 107-109 Church Hall PSH, 777 W Harrisburg Pike	City Middletown	State PA	Zip 17057	County Dauphin
(b) Name of Commercial Registered Office Provider c/o:	County			

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

401 East Louther Street, Suite 307	Carlisle	PA	17013	Cumberland
Number and street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: Name of Commercial Registered Office Provider	County
---	--------

PA DEPT. OF STATE  
AUG 02 2010

4. *Strike out if a limited partnership:*

Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Statement of Change of Registered Office to be signed by a duly authorized officer thereof this

27 day of July, 2010

Capital Resource Conservation and Development

Name of Corporation/Limited Partnership

Donald W. Rusk

Signature

Treasurer

Title